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U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

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RICHARD W. WIEKING
CLERK, U.S. DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

JCS

DEUTSCHE BANK TRUST COMPANY
AMERICAS, in its capacity as successor
indenture trustee for certain series of Senior
Notes, LAW DEBENTURE TRUST
COMPANY OF NEW YORK, in its capacity
as successor indenture trustee for certain
series of Senior Notes, and WILMINGTON
TRUST COMPANY, in its capacity as
successor indenture trustee for the PHONES
Notes,

Plaintiffs,

v.

FIRST REPUBLIC BANK, a California
corporation; THE WHITTIER TRUST
COMPANY, a California corporation;
STEPHEN D. CARVER, an individual;
QUINN MARTIN DOLAN, an individual;
BERNARD SHAPIRO, individually and as a
Trustee of FBO Bernard and Rena Shapiro
Intervivos Trust A/C #1 DTD 10/15/87; and
DEBRA A. GASTLER, an individual; on
behalf of themselves and a class of similarly
situated persons and entities; JEFFREY
CHANDLER, individually and as a Trustee
of Chandler Trust No. 1 and Chandler Trust
No. 2; WILLIAM STINEHART JR.,
individually and as a Trustee of Chandler
Trust No. 1 and Chandler Trust No. 2;
SUSAN BABCOCK, as a Trustee of
Chandler Trust No. 1 and Chandler Trust No.

CV 11

2684

CLASS ACTION

~~PROPOSED~~ ORDER GRANTING
PLAINTIFFS' *EX PARTE* APPLICATION
FOR AN ORDER GRANTING
ADMINISTRATIVE RELIEF TO FILE
EXHIBIT A TO PLAINTIFF'S
COMPLAINT UNDER SEAL

[*Ex Parte* Application and Declaration of
Julia I. De Beers Filed Concurrently
Herewith, Document Submitted Under Seal
lodged Concurrently Herewith]

Date Action Filed: June 2, 2011

1 2; CAMILLA CHANDLER FROST, as a
2 Trustee of Chandler Trust No. 1 and Chandler
3 Trust No. 2; ROGER GOODAN, as a Trustee
4 of Chandler Trust No. 1 and Chandler Trust
5 No. 2; JUDY C. WEBB, as a Trustee of
6 Chandler Trust No. 1 and Chandler Trust No.
7 2; WARREN B. WILLIAMSON, individually
8 and as a Trustee of Chandler Trust No. 1 and
9 Chandler Trust No. 2; *et. al.*,
10
11 Defendants.

12 Having considered plaintiffs Deutsche Bank Trust Company Americas, Law Debenture Trust
13 Company of New York, and Wilmington Trust Company (collectively "plaintiffs") *ex parte* application
14 requesting an order sealing an unredacted version of Exhibit A to the Complaint, and good cause
15 appearing therefore, IT IS HEREBY ORDERED that the Application is GRANTED.

16 This Court finds as follows:

17 1. Good cause exists to grant plaintiffs' Application and issue an Administrative Order
18 sealing Exhibit A to the Complaint on an expedited basis. The relief requested could not be brought
19 according to regular noticed motion procedures, and plaintiffs are without fault in creating the situation
20 that requires *ex parte* relief.

21 2. Good cause exists to preserve the confidentiality of the information submitted pursuant
22 to the United States Bankruptcy Court for the District of Delaware's Protective Order, because Exhibit
23 A contains information regarding the link between a particular shareholder defendant and the entity or
24 institution through which that defendant held Tribune stock and information regarding the amount of
25 the payment made to particular defendants. Such information is subject to the Bankruptcy Court's
26 Protective Order.

27 3. Because Exhibit A reveals confidential information as set forth above, substantial
28 probability exists that this overriding interest will be prejudiced if Exhibit A is filed in the public
domain and not sealed.

1 4. The sealing order is narrowly tailored – non-confidential portions of Exhibit A are
2 already on file with this Court and open to inspection by the public. Thus, sealing Exhibit A will only
3 prohibit access to the confidential portions of Exhibit A subject to the Bankruptcy Order. No less
4 restrictive means exist to protect this overriding interest.

5 This Court therefore directs the Clerk of the Court and the parties as follows:

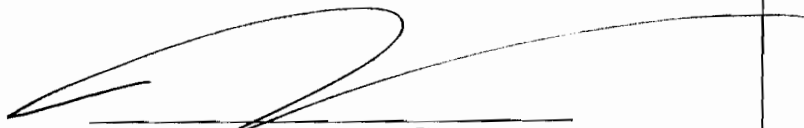
6 1. The Clerk shall file the complete, unredacted Exhibit A to the Complaint under seal in
7 its entirety. The unredacted Exhibit A shall remain under seal indefinitely, pending further order of this
8 Court.

9 2. Concurrently with the its service of the Summons, Complaint, Civil Case Cover Sheet
10 and other administrative materials, plaintiffs shall serve upon each defendant named in this action: (1)
11 a copy of this Order; (2) a copy of plaintiffs' Ex Parte Application for Administrative Relief to File
12 Exhibit A to Plaintiffs' Complaint Under Seal; and (3) an redacted version of Exhibit A that discloses
13 only information relating to the specific defendant served.

14 3. Any defendant may move this Court at any time to vacate this sealing order upon notice
15 to the Plaintiffs and all other defendants in this action.

16
17 IT IS SO ORDERED

18
19
20 Dated: June 2, 2011


Hon. Joseph C. Spero
United States District Judge
magistrate